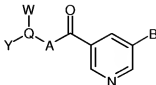


**CLAIM AMENDMENTS**

Please amend the claims as follows:

1. (currently amended): A compound of formula I



I

or pharmaceutically acceptable ~~prodrugs, salts, hydrates, solvates, crystal forms or~~ diastereomers thereof, wherein:

A is ~~selected from O, S, and~~ NR<sup>1</sup>, where R<sup>1</sup> is H, or C<sub>1-4</sub> alkyl;

B is ~~aryl, or heteraryl, phenyl~~ optionally substituted with 0-3 ~~with 0-4~~ substituents independently selected from halogen, C<sub>1-4</sub> alkyl, CF<sub>3</sub>, CN, aryl, ~~heteraryl~~, OH, OCF<sub>3</sub>, OC<sub>1-4</sub> alkyl, OC<sub>2-5</sub> alkylNR<sup>2</sup>R<sup>3</sup>, Oaryl, ~~Oheteraryl~~, CO<sub>2</sub>R<sup>2</sup>, CONR<sup>2</sup>R<sup>3</sup>, NR<sup>2</sup>R<sup>3</sup>, ~~C<sub>1-4</sub> alkyl~~NR<sup>2</sup>R<sup>3</sup>, NR<sup>4</sup>C<sub>1-4</sub> alkylNR<sup>2</sup>R<sup>3</sup>, NR<sup>2</sup>COR<sup>3</sup>, OC(O)NR<sup>2</sup>R<sup>3</sup>, NR<sup>4</sup>CONR<sup>2</sup>R<sup>3</sup>, and NR<sup>2</sup>SO<sub>2</sub>R<sup>3</sup>;

wherein R<sup>2</sup>, R<sup>3</sup> are each independently H, C<sub>1-4</sub> alkyl, ~~C<sub>1-4</sub> alkyl heterocyclyl~~, aryl, ~~heteraryl~~, C<sub>1-4</sub> alkyl aryl, ~~C<sub>1-4</sub> alkyl heteraryl~~, or may be joined to form an optionally substituted 3-8 membered ring optionally containing one of O, S, or NR<sup>5</sup>;

wherein R<sup>4</sup> is H or C<sub>1-4</sub> alkyl; and

wherein R<sup>5</sup> is H or C<sub>1-4</sub> alkyl;

Q is a bond when W is absent, and is C<sub>1-4</sub> alkyl when W is present;

W is selected from H, C<sub>1-4</sub> alkyl, C<sub>2-6</sub> alkenyl; where C<sub>1-4</sub> alkyl or C<sub>2-6</sub> alkenyl may be optionally substituted with C<sub>1-4</sub> alkyl, OH, OC<sub>1-4</sub> alkyl, NR<sup>6</sup>C(O)R<sup>7</sup>, CONR<sup>6</sup>R<sup>7</sup>, OR<sup>6</sup>, or NR<sup>6</sup>R<sup>7</sup>;

wherein R<sup>6</sup>, and R<sup>7</sup> are each independently H, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkyl cycloalkyl, ~~C<sub>1-4</sub> alkyl heterocyclyl~~, aryl, ~~heteraryl~~, or may be joined to form an optionally substituted 3-8 membered ring optionally containing one of O, S, or NR<sup>8</sup>; and

wherein R<sup>8</sup> is H, or C<sub>1-4</sub> alkyl;

Y is H ~~or phenyl, aryl or heteraryl~~ optionally substituted with 0-3 substituents independently selected from halogen, C<sub>1-4</sub> alkyl, CF<sub>3</sub>, aryl, ~~heteraryl~~, OH, OCF<sub>3</sub>, CN, C<sub>2-4</sub> alkynyl, OC<sub>1-4</sub> alkyl,

OC<sub>2-5</sub> alkylNR<sup>9</sup>R<sup>10</sup>, Oaryl, ~~heteraryl~~, CO<sub>2</sub>R<sup>9</sup>, CONR<sup>9</sup>R<sup>10</sup>, NR<sup>9</sup>R<sup>10</sup>, C<sub>1-4</sub> alkylNR<sup>9</sup>R<sup>10</sup>,  
NR<sup>11</sup>C<sub>1-4</sub> alkylNR<sup>9</sup>R<sup>10</sup>, NR<sup>9</sup>COR<sup>10</sup>, NR<sup>11</sup>CONR<sup>9</sup>R<sup>10</sup>, and NR<sup>9</sup>SO<sub>2</sub>R<sup>10</sup>;

wherein R<sup>9</sup> and R<sup>10</sup> is each independently H, C<sub>1-4</sub> alkyl, ~~C<sub>1-4</sub> alkyl heterocycetyl~~, aryl, ~~heteraryl~~,  
C<sub>1-4</sub> alkyl aryl, ~~C<sub>1-4</sub> alkyl heteraryl~~, or may be joined to form an optionally substituted  
3-8 membered ring ~~optionally containing one O, S, or NR<sup>12</sup>~~;

wherein R<sup>11</sup> is H or C<sub>1-4</sub> alkyl; ~~and R<sup>12</sup> is H or C<sub>1-4</sub> alkyl~~

with the proviso that when Y is phenyl substituted at the ortho position with CO<sub>2</sub>R<sup>9</sup>, CN or  
NH<sub>2</sub>, W is absent and Q is a bond, and B has one or zero substituents, then R<sup>1</sup> is C<sub>1-4</sub> alkyl.

2. (currently amended): A compound according to claim 1 or pharmaceutically  
acceptable ~~prodrugs~~, salts, hydrates, solvates, crystal forms or diastereomers thereof, wherein:

~~A is NR<sup>4</sup> and R<sup>4</sup> is H or C<sub>1-4</sub> alkyl;~~

W is selected from H, C<sub>1-4</sub> alkyl, and C<sub>2-6</sub> alkenyl; ~~where wherein~~ C<sub>1-4</sub> alkyl or C<sub>2-6</sub> alkenyl  
may be optionally substituted with C<sub>1-4</sub> alkyl, OH, OC<sub>1-4</sub> alkyl, or NR<sup>6</sup>R<sup>7</sup>;

wherein R<sup>6</sup>, and R<sup>7</sup> are each independently H, C<sub>1-4</sub> alkyl, C<sub>1-4</sub> alkyl cycloalkyl, ~~C<sub>1-4</sub> alkyl~~  
~~heterocycetyl~~, aryl, ~~heteraryl~~, or may be joined to form an optionally substituted 3-8 membered ring  
~~optionally containing one of O, S or NR<sup>8</sup>~~;

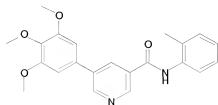
~~wherein R<sup>8</sup> is H or C<sub>1-4</sub> alkyl;~~

Y is ~~H or phenyl, aryl or heteraryl~~ optionally substituted with 0-3 substituents independently  
selected from halogen, C<sub>1-4</sub> alkyl, CF<sub>3</sub>, aryl, ~~heteraryl~~, OH, OCF<sub>3</sub>, OC<sub>1-4</sub> alkyl, OC<sub>2-5</sub> alkylNR<sup>9</sup>R<sup>10</sup>,  
Oaryl, ~~heteraryl~~, CO<sub>2</sub>R<sup>9</sup>, CONR<sup>9</sup>R<sup>10</sup>, NR<sup>9</sup>R<sup>10</sup>, C<sub>1-4</sub> alkylNR<sup>9</sup>R<sup>10</sup>, NR<sup>11</sup>C<sub>1-4</sub> alkylNR<sup>9</sup>R<sup>10</sup>, NR<sup>9</sup>COR<sup>10</sup>,  
NR<sup>11</sup>CONR<sup>9</sup>R<sup>10</sup>, and NR<sup>9</sup>SO<sub>2</sub>R<sup>10</sup>;

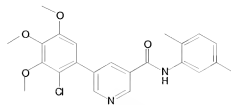
wherein R<sup>9</sup>, and R<sup>10</sup> are each independently H, C<sub>1-4</sub> alkyl, ~~C<sub>1-4</sub> alkyl heterocycetyl~~, aryl,  
~~heteraryl~~, C<sub>1-4</sub> alkyl aryl, ~~C<sub>1-4</sub> alkyl heteraryl~~, or may be joined to form an optionally substituted  
3-8 membered ring ~~optionally containing an atom selected from one of O, S, NR<sup>12</sup>~~; and R<sup>11</sup> is  
~~selected from H, or NR<sup>12</sup>~~; and

wherein R<sup>11</sup> is H or C<sub>1-4</sub> alkyl; ~~and R<sup>12</sup> is selected from H, R<sup>12</sup> is H or C<sub>1-4</sub> alkyl.~~

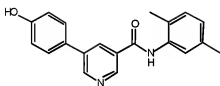
3. (currently amended): A compound according to claim 1 wherein the compound is selected from the group consisting of:



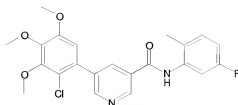
C22H22N2O4



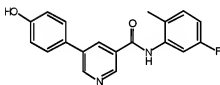
C23H23ClN2O4



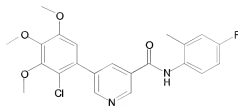
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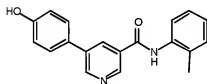
C22H20ClFN2O4



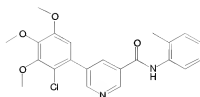
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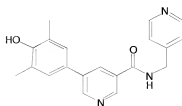
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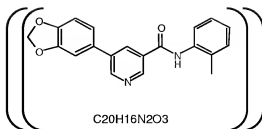
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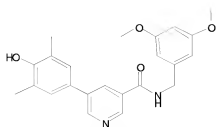
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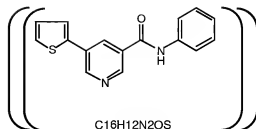
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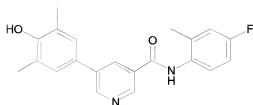
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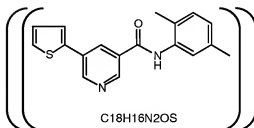
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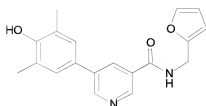
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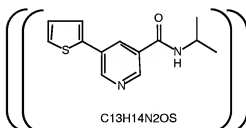
C21H19FN2O2



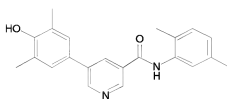
C18H16N2OS



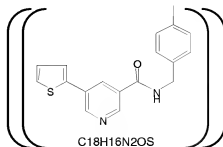
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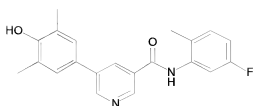
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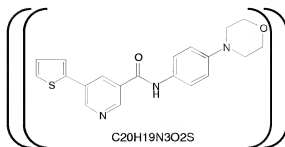
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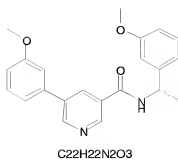
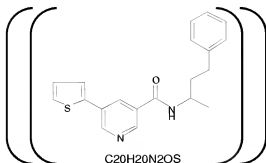
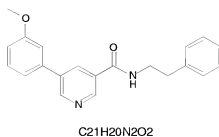
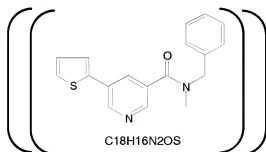
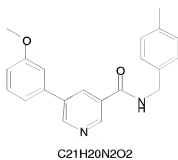
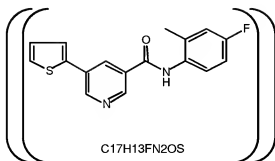
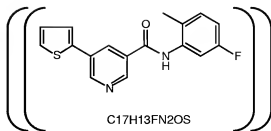
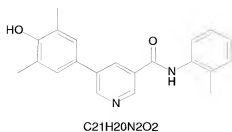
C18H16N2OS

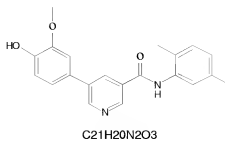
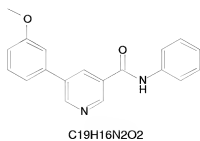
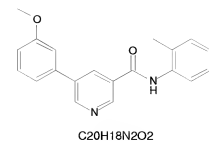
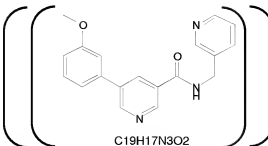
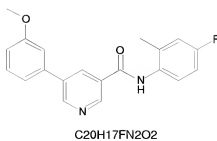
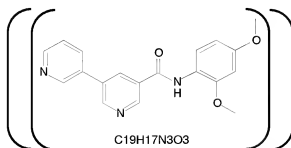
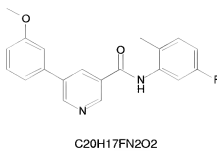
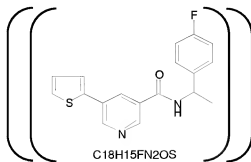
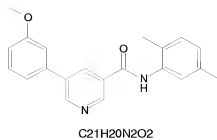
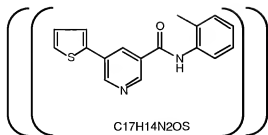


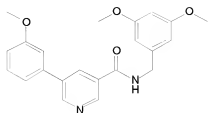
C21H19FN2O2



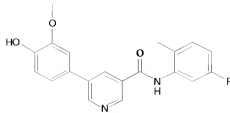
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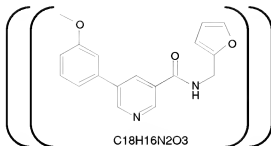




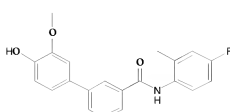
C22H22N2O4



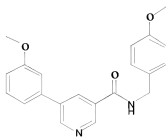
C20H17FN2O3



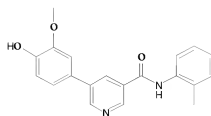
C18H16N2O3



C20H17FN2O3



C21H20N2O3



C20H18N2O3

or pharmaceutically acceptable prodrugs, salts, hydrates, solvates, crystal forms or diastereomers thereof.

4. (currently amended): A pharmaceutical composition comprising a carrier and at least one compound of claim 1.

5-6. (canceled)

7. (new): A pharmaceutical composition comprising a carrier and at least one compound of claim 2.

8. (new): A pharmaceutical composition comprising a carrier and at least one compound of claim 3.